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December 2, 2005

Rosemary A. Macero, Esq.
Macero & Associates, P.C.
One Thompson Square
Suite 301
Boston, MA 02129

Re: Qwest Communications v. Conqwest, Inc.
USDC-D. Mass. (Boston) - Civil Action No. 04-cv-11878 RCL



AUSTIN

BOSTON

DALLAS

DELAWARE

NEW YORK

SAN DIEGO

SILICON VALLEY

TWIN CITIES

WASHINGTON, DC

Dear Ms. Macero:

Regarding your letter of November 2I have to disagree with your characterizations regarding discovery. The agreement to stay discovery was central to Qwest's voluntary agreement to mediate. That the agreement is still in place is reflected in the motion to extend the discovery deadlines that you submitted immediately after you received our most settlement proposal (paragraph 1):

1. The parties have had extended discussions regarding settlement in this case and have delayed discovery and conserved costs as a part of those discussions.

In any event, the continuation of that agreement was an assumption of our proposal, as I informed you. Your letter seems to indicate that your client, in fact, now requires or desires additional discovery to be able to assess the matter and feels that we should focus our efforts on the parties' mutual obligations in discovery, rather than continued, apparently ineffectual, correspondence regarding settlement.

In the event that I have misunderstood your position, our offer will remain open until 10 a.m. Eastern Daylight time on Monday, December 5th. If the offer is not accepted by the expiration time, we will report to the Court that voluntary mediation will not result in settlement of the case at this time and move that the order of reference be vacated. In the latter event, please let me know by Monday whether you will join in the motion to vacate the order of reference.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'Heidi E. Harvey', written in a cursive style.

Heidi E. Harvey

cc: Kurt S. Lewis, Esq., Lewis Scheid